

ORIGINAL

10800-0-A
9/7/79
3:40 Pm
23

ASSIGNMENT OF LEASE pursuant to the
Provisions of Section 205
Interstate Commerce Act
Provisions of Section 205
Interstate Commerce Act

THIS AGREEMENT is made and entered into this

day of April, 1979, between Brae Corporation, a Delaware corporation ("Brae"), and Hillman Coal & Coke Company, a Delaware corporation ("Hillman").

WHEREAS, Brae, as lessor, has entered into a lease with Moscow, Camden and San Augustine Railroad, a Texas corporation, as lessee, dated as of the 6th day of March, 1979, as amended by Riders numbered for identification 1 through 5 and 9 (hereinafter referred to as the "Lease"); and

WHEREAS, Brae is willing to assign the Lease to Hillman, and Hillman is willing to accept the assignment of the Lease from Brae.

NOW, THEREFORE, the parties agree as follows:

1. ASSIGNMENT

Brae hereby assigns all of its right, title and interest in the Lease to Hillman and warrants and represents that it has made no prior assignment of its rights under the Lease.


2. ACCEPTANCE

Hillman hereby accepts the assignment of the Lease and agrees to fulfill all the obligations of the lessor under the Lease.

IN WITNESS WHEREOF, the undersigned have executed this Assignment the day and year first above written.

Brae Corporation

By:


Vice President

ORIGINAL

Hillman Coal & Coke Company

By: Steven N. Hutchinson

Steven N. Hutchinson
Vice President

CONSENT AND ACKNOWLEDGEMENT OF ASSIGNMENT

The undersigned, Moscow, Camden and San Augustine Railroad, a Texas Corporation hereby acknowledges and expressly consents to the above Assignment of Lease, and hereby agrees to recognize and attorn to Hillman Coal & Coke Company, as lessor, under the Lease; and, further agrees that Brae Corporation is hereby relieved of any and all obligations as lessor under the Lease.

The undersigned hereby acknowledges that it has been informed that Hillman Coal & Coke Company has entered into a management agreement with Brae Corporation for the management of the railcars subject to the Lease. The undersigned hereby consents to such management agreement.

IN WITNESS WHEREOF, the undersigned has executed this Consent on the 23rd day of April, 1979.

Moscow, Camden and San Augustine
Railroad

By: [Signature]

ORIGINAL

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 23rd day of April, 1979, before
me, personally appeared Jerry A. Riessen, to me
personally known, who being by me duly sworn says that such person
is Vice President of Brae Corporation, that the foregoing Assign-
ment of Lease was signed on behalf of said corporation by authority
of its board of directors, and such person acknowledged that the
execution of the foregoing instrument was the free act and deed
of the corporation.

Mirella R. Abbo
Notary Public



ORIGINAL

STATE OF Pennsylvania)

COUNTY OF Allegheny)

On this 30th day of April, 1979, before me, personally appeared Steven M. Rothman, to me personally known, who being by me duly sworn says that such person is Vice President of Hillman Coal & Coke Company, that the foregoing Assignment of Lease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Joan B. Kane
Notary Public

JOAN B. KANE, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES SEPT. 27, 1982
Member, Pennsylvania Association of Notaries

STATE OF Ohio)

COUNTY OF Butler)

On this 23rd day of April, 1979, before me, personally appeared Carl T. Hester, to me personally known, who being by me duly sworn says that such person is President of Moscow, Camden and San Augustine Railroad, that the foregoing Consent and Acknowledgement of Assignment was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Norma Jane Booker
Notary Public

NORMA JANE BOOKER
Notary Public, Hamilton & Butler Counties, Ohio.
My Commission Expires 7. 1. 1982